

Hearing Date: September 23, 2008
Hearing Time: 10:00 a.m. (prevailing Eastern time)

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
-----X

PROPOSED THIRTY-FIFTH OMNIBUS HEARING AGENDA

Location Of Hearing: United States Bankruptcy Court for the Southern District of New York,
Alexander Hamilton Custom House, Room 610, 6th Floor, One
Bowling Green, New York, New York 10004-1408

The matters set for hearing are divided into the following categories for the purposes of this Proposed Agenda:

- A. Introduction
- B. Continued Or Adjourned Matters (None)
- C. Uncontested, Agreed, Or Settled Matters (1 Matter)
- D. Contested Matters (5 Matters)
- E. Adversary Proceedings (1 Matter)
- B. Continued Or Adjourned Matters* (None)**
- C. Uncontested, Agreed, Or Settled Matters**
 - 1. **"The Official Committee Of Unsecured Creditors' Application For Interim And Final Orders Under Section 328 And 1103 Of The Bankruptcy Code And Bankruptcy Rule 2014 Approving Retention Of Moelis & Company LLC As Co-Investment Banker To The Committee Nunc Pro Tunc To July 1, 2008" - The Official Committee Of Unsecured Creditors' Application For Interim And Final Orders Under Section 328 And 1103 Of The Bankruptcy Code And Bankruptcy Rule 2014 Approving Retention Of Moelis & Company LLC As Co-Investment Banker To The Committee Nunc Pro Tunc To July 1, 2008 (Docket No. 14126)**

Responses filed: None.

Reply filed: None.

Related filings: None.

* Motions found at the following docket numbers that appeared on previous Proposed Hearing Agendas have been voluntarily withdrawn from the agenda and would need to be re-noticed under the Case Management Order to be reinstated on an agenda: Docket Nos. 213, 4689, 4778, 4912, 5229, 5153, 6723, 6690, and 12833 (KECP Emergence Incentive Program, Equity Security Holders' Ex Parte Motion To File Supplemental Objection To STN Motion Under Seal, Mercedes-Benz U.S. International, Inc.'s Motion to File Claims, Methode Electronics, Inc.'s Setoff Motion, Computer Patent Annuities Limited's Motion To Assume Or Reject Executory Contract, Motion Of Sumida America Inc. To Allow Setoff/Recoupment And For Relief From Automatic Stay, ATEL Leasing Corporation's Motion To Allow Administrative Claim, and Debtors' Omnibus Objection to Claims for Postpetition Interest , respectively). In addition, the following adversary proceedings have also been withdrawn from the agenda and would be subject to re-noticing to be reinstated on a hearing agenda: NYCH LLC d/b/a RCS Computer Experience Adv. Pro. No. 06-01902, Docket No. 1 (Complaint To Recover Property Of The Estate), L&W Engineering Adv. Pro. No. 06- 01136, Docket No. 22 (Motion For Summary Judgment), Aksys Ltd. Adv. Pro. No. 06-01677, Docket No. 2 (Summons And Notice), and National Union Fire Insurance Company Of Pittsburgh, PA Adv. Pro. No. 07-01435, which has been settled as part of the MDL settlement and will be resolved upon the Court's approval of the MDL settlement.

Status: The hearing with respect to this matter will be proceeding.

D. Contested Matters

2. **"GM Arrangement Amendment Approval Motion"** - Motion For Order Authorizing Amendment To Arrangement With General Motors Corporation Approved Pursuant To Second DIP Extension Order [Docket No. 13489] (Docket No. 14031)

Responses filed: CR Intrinsic Investors, LLC And Highland Capital Management, L.P.'s Objection To Debtors' Motion To Authorize Amendment To Arrangement With General Motors Corp. And Request For The Appointment Of An Examiner (Docket No. 14082)

Request For Judicial Notice Re: Objection To Debtors' Motion To Authorize Amendment To Arrangement With General Motors Corp. And Request For The Appointment Of An Examiner (Docket No. 14083)

Preliminary Objection Of The Official Committee Of Unsecured Creditors to the Debtors' Motions (I) To Approve An Agreement With General Motors Corporation To Amend The Master Restructuring Agreement And The Global Settlement Agreement, (II) To Approve An Amendment To Arrangement With General Motors Corporation Approved Pursuant To Second DIP Extension Order, (III) To Approve Modification Of Benefits Under Hourly And Salaried Pension Programs And Modification Of Applicable Union Agreements In Connection Therewith, And (IV) Establish Second Half 2008 AIP Targets And Continue AIP Program (Docket No. 14168)

Objection Of The Official Committee Of Unsecured Creditors To The Debtors' Motions For Orders (I) Authorizing Amendment To Arrangement With General Motors Corporation Approved Pursuant To Second DIP Extension Order, And (II) Granting Authority To Modify Benefits Under Hourly And Salaried Pension Programs And Modify Applicable Union Agreements In Connection Therewith (Docket No. 14205)

Reply filed: *An omnibus reply will be filed.*

Related filings: *Order (I) Supplementing January 5, 2007 DIP Order (Docket No. 6461) And Authorizing Debtors To (A) Extend Maturity Date Of DIP Facility, (B) Enter Into Related Documents, And (C) Pay Fees In Connection Therewith And (II) Authorizing Debtors To Enter Into Arrangement With General Motors Corporation Or An Affiliate (Docket No. 13489)*

Order Under 11 U.S.C. § 107(b) And Fed. R. Bankr. P. 9018 Authorizing Debtors To File Schedule To Amendment To Arrangement With General Motors Corporation Under Seal (Docket No. 14055)

Status: *The hearing with respect to this matter will be proceeding.*

3. **"Hourly and Salaried Pension Program Modification Motion" - Expedited Motion for Order Under 11 U.S.C. § 363 for Authority to Modify Benefits Under Hourly and Salaried Pension Programs and Modify Applicable Union Agreements in Connection Therewith (Docket No. 14162)**

Responses filed: *Preliminary Objection Of The Official Committee Of Unsecured Creditors To The Debtors' Motions (I) To Approve An Agreement With General Motors Corporation To Amend The Master Restructuring Agreement And The Global Settlement Agreement, (II) To Approve An Amendment To Arrangement With General Motors Corporation Approved Pursuant To Second DIP Extension Order, (III) To Approve Modification Of Benefits Under Hourly And Salaried Pension Programs And Modification Of Applicable Union Agreements In Connection Therewith, And (IV) Establish Second Half 2008 AIP Targets And Continue AIP Program (Docket No. 14168)*

Limited Objection Of IUE-CWA To Debtors Motion For (1) Order Authorizing Modification Of Pension Programs And Applicable Union Agreements And (2) To Implement Amended Agreements With General Motors (Docket No. 14176)

Objection Of The Official Committee Of Unsecured Creditors To The Debtors' Motions For Orders (I) Authorizing Amendment To Arrangement With

General Motors Corporation Approved Pursuant To Second DIP Extension Order, And (II) Granting Authority To Modify Benefits Under Hourly And Salaried Pension Programs And Modify Applicable Union Agreements In Connection Therewith (Docket No. 14205)

Reply filed: An omnibus reply will be filed.

Related filings: Notice of Filing of Exhibits To Expedited Motion for Order Under 11 U.S.C. § 363 For Authority To Modify Benefits Under Hourly And Salaried Pension Programs And Modify Applicable Union Agreements In Connection Therewith (Docket No. 14166)

Status: The hearing with respect to this matter will be proceeding.

4. **"GSA And MRA Amendment Motion"** - Expedited Motion For Order Authorizing Debtors To Implement Amended And Restated Global Settlement Agreement And Master Restructuring Agreement With General Motors Corporation (Docket No. 14164)

Responses filed: Preliminary Objection Of The Official Committee Of Unsecured Creditors to the Debtors' Motions (I) To Approve An Agreement With General Motors Corporation To Amend The Master Restructuring Agreement And The Global Settlement Agreement, (II) To Approve An Amendment To Arrangement With General Motors Corporation Approved Pursuant To Second DIP Extension Order, (III) To Approve Modification Of Benefits Under Hourly And Salaried Pension Programs And Modification Of Applicable Union Agreements In Connection Therewith, And (IV) Establish Second Half 2008 AIP Targets And Continue AIP Program (Docket No. 14168)

Limited Objection Of IUE-CWA To Debtors Motion For (1) Order Authorizing Modification Of Pension Programs And Applicable Union Agreements And (2) To Implement Amended Agreements With General Motors (Docket No. 14176)

United States Of America's Objections To The Expedited Motion For Order Authorizing Debtors To Implement Amended And Restated Global Settlement Agreement And Master Restructuring Agreement With

General Motors Corporation And Answer To Order To Show Cause Why Expedited Motion For Order Authorizing Debtors To Implement Amended And Restated Global Settlement Agreement And Master Restructuring Agreement With General Motors Corporation Should Not Be Granted (Docket No. 14202)

Fiduciary Counselors Inc.'s Response In Support Of Debtors' Expedited Motion For Order Authorizing Debtors To Implement Amended And Restated Global Settlement Agreement And Master Restructuring Agreement With General Motors Corporation (Docket No. 14210)

Objection To Motion For Order Authorizing Debtors To Implement Amended And Restated Global Settlement Agreement And Master Restructuring Agreement With General Motors Corporation (Docket No. 14211)

Statement Of Pension Benefit Guaranty Corporation Regarding Debtors' Expedited Motion For An Order Authorizing Debtor To Implement The Amended And Restated Global Settlement Agreement And Master Restructuring Agreement With General Motors Corporation (Docket No. 14212)

Objection Of Wilmington Trust Company, As Indenture Trustee, To Expedited Motion For Order Authorizing Debtors To Implement Amended And Restated Global Settlement Agreement And Master Restructuring Agreement With General Motors Corporation (Docket No. 14214)

Objection Of The Official Committee Of Unsecured Creditors To The Debtors Motion For An Order Authorizing Them To Implement The Amended Global Settlement Agreement And Master Restructuring Agreement With General Motors Corporation (Docket No. 14215)

Limited Objection Of United Steelworkers Of America To Debtors' Expedited Motion For Order Under 11 U.S.C. § 363 For Authority To Modify Benefits Under Hourly And Salaried Pension Programs And Modify

*Applicable Union Agreements In Connection
Therewith (Docket No. 14216)*

*Statement Of The Official Committee Of Equity
Security Holders With Respect To The Debtors'
Expedited Motion For Order Authorizing Debtors To
Implement Amended And Restated Global Settlement
Agreement And Master Restructuring Agreement With
General Motors Corporation (Docket No. 14217)*

Reply filed: An omnibus reply will be filed.

*Related filings: Notice Of Filing Of Certain Exhibits Related To
Expedited Motion For Order Authorizing Debtors To
Implement Amended And Restated Global Settlement
Agreement And Master Restructuring Agreement With
General Motors Corporation (Docket No. 14165)*

*Order To Show Cause Why Expedited Motion For
Order Authorizing Debtors To Implement Amended
And Restated Global Settlement Agreement And
Master Restructuring Agreement With General
Motors Corporation Should Not Be Granted (Docket
No. 14174)*

*Order Under 11 U.S.C. § 107(B) And Fed. R. Bankr. P.
9018 Authorizing Debtors To File Certain Exhibits To
Amended And Restated Global Settlement Agreement
And Master Restructuring Agreement With General
Motors Corporation Under Seal (Docket No. 14175)*

*Status: The hearing with respect to this matter will be
proceeding.*

5. **"Notice Of Renewed Motion For An Order Authorizing The Official Committee Of Unsecured Creditors To Prosecute The Debtors' Claims And Defenses Against General Motors Corporation" - Notice Of Renewed Motion For An Order Authorizing The Official Committee Of Unsecured Creditors To Prosecute The Debtors' Claims And Defenses Against General Motors Corporation (Docket No. 14167)**

*Responses filed: Debtors' Preliminary Objection To Renewed Motion
For Order Authorizing Official Committee Of
Unsecured Creditors To Prosecute Debtors' Claims
And Defenses Against General Motors Corporation
(Docket No. 14172)*

Objection Of The Official Committee Of Equity Security Holders To The Renewed Motion For An Order Authorizing The Official Committee Of Unsecured Creditors To Prosecute The Debtors' Claims And Defenses Against General Motors Corporation (Docket No. 14207)

Debtors' Objection To Renewed Motion For Order Authorizing Official Committee Of Unsecured Creditors To Prosecute Debtors' Claims And Defenses Against General Motors Corporation (Docket No. 14209)

Reply filed: None.

Related filings: *Motion For An Order Authorizing The Official Committee Of Unsecured Creditors To Prosecute The Debtors' Claims And Defenses Against General Motors Corporation And Certain Former Officers Of The Debtors (Docket No. 4718)*

Exhibits A & B for Motion To Authorize The Official Committee Of Unsecured Creditors To Prosecute The Debtors' Claims And Defenses Against General Motors Corporation And Certain Former Officers Of The Debtors Filed By Robert J. Rosenberg On Behalf Of The Official Committee Of Unsecured Creditors FILED UNDER SEAL (Docket No. 4738)

Status: *The hearing with respect to this matter will be proceeding.*

6. **"Expedited Fifth Supplement to KECP Motion (Docket No. 213) Seeking Authority to Continue Short-Term at-Risk Performance Payment Program ("AIP") for Second Half of 2008" - Expedited Fifth Supplement To KECP Motion (Docket No. 213) Seeking Authority To Continue Short-Term At-Risk Performance Payment Program ("AIP") For Second Half Of 2008 (Docket No. 14170)**

Responses filed: *Preliminary Objection Of The Official Committee Of Unsecured Creditors to the Debtors' Motions (I) To Approve An Agreement With General Motors Corporation To Amend The Master Restructuring Agreement And The Global Settlement Agreement, (II) To Approve An Amendment To Arrangement With General Motors Corporation Approved Pursuant To Second DIP Extension Order, (III) To Approve*

Modification Of Benefits Under Hourly And Salaried Pension Programs And Modification Of Applicable Union Agreements In Connection Therewith, And (IV) Establish Second Half 2008 AIP Targets And Continue AIP Program (Docket No. 14168)

Limited Objection Of The Official Committee Of Unsecured Creditors To Fifth Supplement To Debtors KECP Motion Seeking Authority To Continue Short-Term At-Risk Performance Payment Program (AIP) For Second Half Of 2008 (Docket No. 14201)

Reply filed: *A reply will be filed.*

Related filings: *Motion For Order Under §§ 105 And 363 Authorizing The Debtors To Implement A Key Employee Compensation Program (Docket No. 213)*

Objection To KECP Motion By Wilmington Trust Company, As Indenture Trustee (Docket No. 1133)

Objection To KECP Motion By USW (Docket No. 1134)

Objection To KECP Motion By UAW (Docket No. 1135)

Objection To KECP Motion By Pension Benefit Guaranty Corporation (Docket No. 1141)

Objection To KECP Motion By IBEW and IAM (Docket No. 1156)

Limited Objection To KECP Motion By Prepetition Agent (Docket No. 1157)

Objection To KECP Motion By IUOE (Docket No. 1159)

Objection To KECP Motion By Securities Class Action Lead Plaintiffs (Docket No. 1161)

Objection To KECP Motion By IUE-CWA (Docket No. 1164)

Objection To KECP Motion By United States Trustee (Docket No. 1288)

Debtors' Omnibus Response To Objections To Their Motion For Order Under 11 U.S.C. §§ 105 And 363 Authorizing The Debtors To Implement A Key Employee Compensation Program (Docket No. 2210)

Order Under 11 U.S.C. §§ 105 And 363 Authorizing The Debtors To Implement A Short-Term Annual Incentive Program (Docket No. 2441)

Supplement To KECP Motion (Docket No. 213) Seeking Authority To: (A) Fix Second Half 2006 AIP Targets And Continue AIP Program And (B) Further Adjourn KECP Emergence Incentive Program Hearing (Docket No. 4419)

Objection To Supplement By IUE-CWA (Docket No. 4524)

Objection To Supplement By USW (Docket No. 4526)

Response To Supplement By Securities Class Action Lead Plaintiffs (Docket No. 4528)

Objection To Supplement By IBEW, IAM, and IUOE (Docket Nos. 4529-4531)

Objection To Supplement By UAW (Docket No. 4556)

Debtors Omnibus Response To Objections To Supplement To KECP Motion Seeking Authority To: (A) Fix Second Half 2006 AIP Targets And Continue AIP Programs And (B) Further Adjourn KECP Emergence Incentive Program Hearing (Docket No. 4586)

Order Under 11 U.S.C. §§ 105 And 363 Authorizing The Debtors To: (A) Fix Second Half 2006 AIP Targets And Continue AIP Program And (B) Further Adjourn KECP Emergence Incentive Program Hearing (Docket No. 4660)

Second Supplement To KECP Motion Seeking Authority To Continue AIP For First Half Of 2007 (Docket No. 7200)

Objections And Memorandum Of Law In Support Of Objections Of IBEW Local 663, IAM District 10 And IUOE Locals 18S And 832S To Second Supplement To

KECP Motion Seeking Authority To Continue AIP For First Half Of 2007 (Docket No. 7324)

Objection Of UAW To Debtors' Second Supplement To KECP Motion Seeking Authority To Continue AIP For First Half Of 2007 (Docket No. 7325)

Objections Of USW To Debtors' Second Supplement To KECP Motion Seeking Authority To Continue AIP For First Half Of 2007 (Docket No. 7327)

Objection By IUE-CWA To Second Supplemental KECP Motion (Docket No. 7335)

Debtors' Omnibus Response To Objections To Second Supplement To KECP Motion (Docket No. 213) Seeking Authority To Continue AIP For First Half Of 2007, dated March 21, 2007 (Docket No. 7373)

Second Supplemental Order Under 11 U.S.C. §§ 105 And 363 Authorizing The Debtors To Continue AIP For First Half 2007 (Docket No. 7474)

Third Supplement To KECP Motion Seeking Authority To Continue Short Term At-Risk Performance Payment Program ("AIP") For Second Half Of 2007 (Docket No. 9298)

Objection Of UAW To Debtors' Third Supplement To KECP Motion Seeking Authority To Continue Annual Incentive Plan For Second Half Of 2007 (Docket No. 9445)

Objection By IUE-CWA To Third Supplemental KECP Motion (Docket No. 9467)

Objections Of USW To Debtors' Third Supplement To KECP Motion Seeking Authority To Continue AIP For Second Half Of 2007 (Docket No. 9490)

Objections Of USW To Debtors' Third Supplement To KECP Motion Seeking Authority To Continue AIP For Second Half Of 2007 (Correction) (Docket No. 9494)

Objections And Memorandum Of Law In Support Of Objections Of IUOE Locals 18s, 101s, 832s And IBEW Local 663, IAM District 10 To Debtors' Third Supplement To KECP Motion Seeking Authority To

Continue Annual Incentive Plan For Second Half Of 2007 (Docket No. 9519)

Debtors' Omnibus Reply In Support Of Third Supplement To KECF Motion (Docket No. 213) Seeking Authority To Continue Short Term At-Risk Performance Payment Program ("AIP") For Second Half Of 2007 (Docket No. 9614)

Third Supplemental Order Under 11 U.S.C. §§ 105 And 363 Authorizing Debtors To Continue Short Term At-Risk Performance Payment Program ("AIP") For Second Half Of 2007 (Docket No. 10428)

Fourth Supplement To KECF Motion (Docket No. 213) Seeking Authority To Continue Short-Term At-Risk Performance Payment Program ("AIP") For First Half Of 2008 (Docket No. 12920)

Debtors' Statement In Support Of Fourth Supplement To KECF Motion (Docket No. 213) Seeking Authority To Continue Short-Term At-Risk Performance Payment Program ("AIP") for First Half of 2008 (Docket No. 13159)

13179 Fourth Supplemental Order Under 11 U.S.C. §§ 105 and 363 Authorizing Debtors To Short-Term At-Risk Performance Payment Program ("AIP") For First Half Of 2008 (Docket No. 13179)

Status: The hearing with respect to this matter will be proceeding.

E. Adversary Proceedings

7. **"Notice Of Motion Of AMLP And ADAH To Reargue And Strike" - Notice Of Motion Of AMLP And ADAH To Reargue And Strike (Adv. Pro. No. 08-01232) (Docket No. 95)**

Responses filed: None.

Reply filed: None.

Related filings: Complaint Against Appaloosa Management L.P., A-D Acquisition Holdings, LLC, Harbinger Del-Auto Investment Company, Ltd., Pardus DPH Holding LLC,

*Merrill Lynch, Pierce, Fenner & Smith Incorporated,
Goldman Sachs & Co., Harbinger Capital Partners
Master Fund I, Ltd., Pardus Special Opportunities
Master Fund L.P. (Adv. Pro. No. 08-01232) (Docket
No. 1)*

*Notice Of Motion Of AMLP And ADAH To Dismiss
The Complaint (Adv. Pro. No. 08-01232) (Docket No.
56)*

*Order Granting In Part And Denying In Part The
Motions Of Defendants To Dismiss The Complaints
And Other Relief (Adv. Pro. No. 08-01232) (Docket
No. 93)*

*Declaration Of Stephanie Cohen Filed By J.
Christopher Shore On behalf Of A-D Acquisition
Holdings, LLC, Appaloosa Management L.P. (Docket
No. 96)*

*Memorandum Of Law In Support Of ADAH And
AMLP's Motion To Reargue And Strike (Adv. Pro. No.
08-01232) (Docket No. 97)*

*Stipulation And Order Regarding Motion Of AMLP
And ADAH To Reargue And Strike (Docket No. 112)*

Status: By agreement of the parties and with the consent of the Court, this matter has been adjourned to a non-omnibus hearing on October 8, 2008.

Dated: New York, New York
September 22, 2008

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